

U.S. Department of Justice

Washington, DC 20530

Exhibit B to Registration Statement**Pursuant to the Foreign Agents Registration Act of 1938, as amended**

INSTRUCTIONS. A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. Compliance is accomplished by filing an electronic Exhibit B form at <http://www.fara.gov>.

Privacy Act Statement. The filing of this document is required for the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide the information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov>. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: <http://www.fara.gov>.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Counterespionage Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant

Brown Lloyd James

2. Registration No.

5875

3. Name of Foreign Principal

Kingdom of Morocco (via Gerson Global Strategic Advisors)

Check Appropriate Box:

4. ☒ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.
5. ☐ There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
6. ☐ The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.
7. Describe fully the nature and method of performance of the above indicated agreement or understanding.
- Written and signed letter of agreement attached.

8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

Brown Lloyd James ("BLJ") will provide services for Gerson Global Strategic Advisors ("Gerson") in support of the Kingdom of Morocco, including strategic communications advice and international media guidance and outreach. Gerson will serve as a strategic advisor to the Kingdom of Morocco Ministry of Foreign Affairs and Cooperation ("Morocco") to oversee and supervise activities in the United States as shall be deemed necessary or appropriate to enhance Morocco's vital interests. As part of the services of Gerson under the contract with Morocco, Gerson shall identify and recommend to Morocco appropriate third party representatives in the United States that shall work to enhance the objectives of Morocco, and who shall be managed by Gerson subject to periodic consultations, reviews and approvals by Morocco. Gerson shall also identify, recommend and manage additional third party resources that shall also work to promote the strategic objectives of Morocco.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? Yes ☐ No ☒

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

BLJ will provide services for Gerson Global Strategic Advisors in support of the Kingdom of Morocco, including strategic communications advice and international media guidance and outreach.

EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit B to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date of Exhibit B	Name and Title	Signature
July 14, 2011	peter brown ceo	/s/ peter brown eSigned

Footnote: Political activity as defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

Brown Lloyd James

NEW YORK WASHINGTON LONDON DOHA HO CHI MINH CITY

March 14, 2011

Mr. David Ziegler, CFO
Gerson Global Advisors
70 East 55th Street
21st Floor
New York, NY 10022

RE: Brown Lloyd James Engagement Letter

Engagement letter for the Morocco Project

The purpose of this letter is to confirm the terms on which Brown Lloyd James LTD has undertaken to work with Gerson Global Advisors. We have found it useful, when embarking upon new engagements, to outline certain basic understandings, expectations and procedures.

Scope, Staffing and Timing

The scope of work that we have agreed upon is to provide services for Gerson Global Advisors in support of the Kingdom of Morocco, including strategic communications advice and international media guidance and outreach.

The assignment will begin March 14, 2011. This Agreement is effective for a seven week – term concluding on April 29, 2011. Should we conclude, as the work proceeds, that the scope, staffing or timing of the assignment should change, we will discuss that issue with you immediately.

Our Fees and Expenses

Our professional fees (exclusive of expenses) for this initial assignment will be \$40,000.00 (Forty Thousand U.S. Dollars). Based on mutual satisfaction of service, negotiation discussion for ongoing permanent appointment will commence prior to expiry of this agreement.

We shall invoice you in the following two installments as follows:

March 14, 2011 - \$20,000.00 (Twenty Thousand U.S. Dollars)
April 4, 2011 - \$20,000.00 (Twenty Thousand U.S. Dollars)

Payment is due upon receipt of an invoice.

Brown Lloyd James

NEW YORK WASHINGTON LONDON DOHA HO CHI MINH CITY

For Wires:
HSBC New York
452 Fifth Avenue, New York, NY 10018
Account No.: [REDACTED]
Routing No.: [REDACTED]
SWIFT: [REDACTED]

We look forward to an enduring and mutually beneficial relationship. Please confirm your acceptance of this letter by signing, dating, and returning the enclosed copy of this letter to Peter Brown at Brown Lloyd James LTD – 250 West 57th Street, Suite 1311, New York, NY 10107.

Very truly yours,

ACCEPTED & AGREED

For and on behalf of
Brown Lloyd James LTD

For and on behalf of
Gerson Global Advisors

By: 

By: 

Name (Print): Peter Brown

Name (Print): David Ziegler

Title: President & Chief Executive Officer

Title: CFO & COO

Date: 3/14/2011

Date: 4/26/2011